

1 MONIQUE C. WINKLER (Cal. Bar No. 213031)
SILVANA A. QUINTANILLA (Cal. Bar No. 284964)
2 quintanillas@sec.gov
SECURITIES AND EXCHANGE COMMISSION
3 44 Montgomery Street, Suite 700
San Francisco, CA 94104
4 (415) 705-2500

5 J. EMMETT MURPHY (NY Bar. No. 4459947)
murphyjoh@sec.gov
6 BEN KURUVILLA (NY Bar No. 4700258)
kuruvillabe@sec.gov
7 **SECURITIES AND EXCHANGE COMMISSION**
100 Pearl Street, Suite 20-100
8 New York, NY 10004-2616
(212) 336-1100

9 *Attorneys for Plaintiff*

10
11 **UNITED STATES DISTRICT COURT**
12 **NORTHERN DISTRICT OF CALIFORNIA**
13 **SAN FRANCISCO DIVISION**
14

15 SECURITIES AND EXCHANGE COMMISSION,
16 Plaintiff,
17 vs.
18 NDB, INC. and NIMA GOLSHARIFI,
19 Defendants.

Case No. 23-cv-04724-TLT-DMR

**FINAL JUDGMENT AS TO
DEFENDANT NDB, INC.**

1 The Securities and Exchange Commission having filed a Complaint and Defendant
 2 NDB, Inc. having entered a general appearance; consented to the Court's jurisdiction over
 3 Defendant and the subject matter of this action; consented to entry of this Final Judgment
 4 without admitting or denying the allegations of the Complaint (except as to jurisdiction);
 5 waived findings of fact and conclusions of law; and waived any right to appeal from this Final
 6 Judgment:

7 I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
 9 permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the
 10 Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5
 11 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
 12 interstate commerce, or of the mails, or of any facility of any national securities exchange, in
 13 connection with the purchase or sale of any security:

- 14 (a) to employ any device, scheme, or artifice to defraud;
- 15 (b) to make any untrue statement of a material fact or to omit to state a material fact
 16 necessary in order to make the statements made, in the light of the circumstances
 17 under which they were made, not misleading; or
- 18 (c) to engage in any act, practice, or course of business which operates or would
 19 operate as a fraud or deceit upon any person

20 by, directly or indirectly, making any false or misleading statement, or disseminating any false
 21 or misleading documents, materials, or information, concerning matters relating to a decision by
 22 an investor or prospective investor to buy or sell securities of any company.

23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in
 24 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who
 25 receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's
 26 officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or
 27 participation with Defendant or with anyone described in (a).
 28

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the “Securities Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
 - (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
 - (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser
- by, directly or indirectly, making any false or misleading statement, or disseminating any false or misleading documents, materials, or information, concerning matters relating to a decision by an investor or prospective investor to buy or sell securities of any company.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant’s officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for a civil penalty in the amount of \$200,000 pursuant to Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)] and Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)]. Defendant shall satisfy this obligation by paying \$200,000 to the Securities and Exchange Commission within 30 days after entry of this Final Judgment.

Defendant may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission, which shall be delivered or mailed to

Enterprise Services Center

Accounts Receivable Branch

6500 South MacArthur Boulevard

Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; NDB, Inc. as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

Defendant shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Defendant.

The Commission may enforce the Court's judgment for penalties by the use of all collection procedures authorized by law, including the Federal Debt Collection Procedures Act, 28 U.S.C. § 3001 *et seq.*, and moving for civil contempt for the violation of any Court orders issued in this action. Defendant shall pay post judgment interest on any amounts due after 30 days of the entry of this Final Judgment pursuant to 28 U.S.C. § 1961. The Commission shall hold the funds, together with any interest and income earned thereon (collectively, the "Fund"), pending further order of the Court.

The Commission may propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall retain

jurisdiction over the administration of any distribution of the Fund and the Fund may only be disbursed pursuant to an Order of the Court.

Regardless of whether any such Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Final Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendant shall not, in any Related Investor Action, argue that it is entitled to, nor shall it further benefit by, offset or reduction of any compensatory damages award by the amount of any part of Defendant's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Defendant shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Final Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Defendant by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that the Defendant shall comply with all of the undertakings and agreements set forth therein.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated: June 9, 2025



UNITED STATES DISTRICT JUDGE